
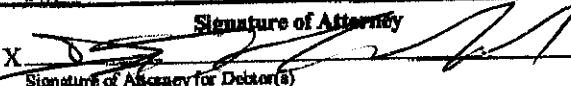


FORM B1 United States Bankruptcy Court Southern District of New York		Voluntary Petition																	
Name of Debtor (if individual, enter Last, First, Middle): Freevweb, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):																	
All Other Names used by the Debtor in the last 6 years <small>(include married, maiden, and trade names):</small>		All Other Names used by the Joint Debtor in the last 6 years <small>(include married, maiden, and trade names):</small>																	
Soc. Sec./Tax I.D. No. (if more than one, state all):		Soc. Sec./Tax I.D. No. (if more than one, state all):																	
Street Address of Debtor (No. & Street, City, State & Zip Code): One Worldtrade Center Suite 9127 New York, NY 10048		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																	
County of Residence or of the Principal Place of Business: New York		County of Residence or of the Principal Place of Business:																	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																	
Location of Principal Assets of Business Debtor at the principal place of business in New York <small>(if different from street address above):</small>																			
Information Regarding the Debtor (Check the Applicable Boxes)																			
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																			
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other _____		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																	
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee Attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) <small>Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</small>																	
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)		THIS SPACE IS FOR COURT USE ONLY <div style="text-align: center;"> JUN 29 A 10:11 S.D. OF N.Y. U.S. BANKRUPTCY COURT FILED </div>																	
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th>Estimated Number of Creditors</th> <th>1-15</th> <th>16-49</th> <th>50-99</th> <th>100-199</th> <th>200-999</th> <th>1000-over</th> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>				Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>											

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtors: Freewwwweb, LLC		Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)				
Location Where Filed: NONE		Case Number:		Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)				
Name of Debtor: Smart World Technologies, LLC		Case Number:		Date Filed: same date
District: SDNY		Relationship: parent		Judge:
Signatures				
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. <input checked="" type="checkbox"/> Not Applicable Signature of Debtor <input checked="" type="checkbox"/> Not Applicable Signature of Joint Debtor Telephone Number (If not represented by attorney) Date:		Signature(s) of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. <input checked="" type="checkbox"/>  Signature of Authorized Individual Steven Dunn Print or Type Name of Authorized Individual Chairman and CEO Title of Authorized Individual 6/28/00 Date		
<input checked="" type="checkbox"/>  Signature of Attorney for Debtor(s) Douglas T. Tabachnik, DT 6337 Printed Name of Attorney for Debtor(s) / Bar No. Law offices of Douglas T. Tabachnik Firm Name Suite 940 200 Fifth Avenue New York, NY 10010 Address (212) 675-2650 Telephone Number 6/29/00 Date		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. <input checked="" type="checkbox"/> Not Applicable Printed Name of Bankruptcy Petition Preparer Social Security Number Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <input checked="" type="checkbox"/> Not Applicable Signature of Bankruptcy Petition Preparer Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.		
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he/she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. <input checked="" type="checkbox"/> Signature of Attorney for Debtor(s) _____ Date _____		

FORM 1. VOLUNTARY PETITION - Page 3

Name of Debtors: **Freewwwab, LLC**

Case Number:

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR

Name of Debtor	Case Number	Date
Smart World Communications, Inc.		same date
District	Relationship	Judge
SDNY	parent	

United States Bankruptcy Court Southern District of New York

In re: **Freewwwab. LLC**Case No.
Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is .

2. The following financial data is the latest available information and refers to debtor's condition on .

a.	Total assets	\$	_____	
b.	Total debts (including debts listed in 2.c., below)	\$	_____	600,000.00
				Approximate number of holders
c.	Debt securities held by more than 500 holders.			
	secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	
				\$600,000.00
d.	Number of shares of preferred stock	_____	_____	207.00
e.	Number of shares of common stock	_____	_____	1
		6000000		

Comments, if any:

3. Brief description of debtor's business:

Provision of free advertizer supported internet access.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor.

Smart World Technology, LLC

**United States Bankruptcy Court
Southern District of New York**

In re: **Freewwwweb, LLC**

Case No.
Chapter **11**

List Of Creditors Holding 20 Largest Unsecured Claims

Name of creditor
and complete
mailing address
including zip
code

Name, telephone number and
complete mailing address,
including zip code, of
employee, agent, or dept.
of creditor familiar with
claim who may be contacted

Nature of claim
(trade debt,
bank loan, gov-
ernment contract,
etc.)

Indicate if claim
is contingent,
unliquidated,
disputed or
subject to setoff

Amount of claim
[If secured also
state value of
security]

See Attached Schedule

I, Chairman and CEO of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 6/28/00

Signature: _____


Steven Daum
Chairman and CEO

Advertising Inventory
Top 20

Purchaser	Address	Amount of Inventory	Amount Paid
Burton Tigar	18908 Lassen St	\$18,000.00	\$9,000.00
	Northridge, CA 91324-1835	\$22,000.00	\$11,000.00
Thomas & Nancy Markevich	25 Grove Street Elizabeth, NJ 07202	\$40,000.00	\$20,000.00
Mary & Troy Brewer	812 Buffalo Court Crowley, TX 76036	\$40,000.00	\$20,000.00
Bill Kaelin	5528 Candibrook Lane Orange Park, FL 32073	\$20,000.00	\$10,000.00
William L. Freeman & Amelia A. Freeman Jo Ten	2310 Cumberland Dr. Smyrna, GA 30080	\$20,000.00	\$10,000.00
Mike Carl	3020 Parker's Run New Richmond, OH 45157	\$20,000.00	\$10,000.00
Hector De Luna	7287 Pine Branch San Antonio, TX 78250	\$20,000.00	\$10,000.00
Walter Stawinski	8923 Satyr Hill Rd. Barto, MD 21234	\$20,000.00	\$10,000.00
James Bowling	12447 Leigh Lane Maryland Height, MO 63043	\$20,000.00	\$10,000.00
Jerry Smith	730 McKay Lane Salado, TX 76571	\$20,000.00	\$10,000.00
Henry L Tanner	515 Denny Drive Mooresville, IN 46158	\$20,000.00	\$10,000.00
James E. Bowling	12447 Leigh Lane Maryland Height, MO 63043	\$20,000.00	\$10,000.00
York Chew	561 41st St Apt 1A Brooklyn, NY 11232-3116	\$20,000.00	\$10,000.00
Steve Newgent	3514 Plainview Dr. Brandon, FL 33511	\$28,000.00	\$14,000.00
James R. Jones Jr.	820 Terrell Rd. San Antonio, TX 78209	\$20,000.00	\$10,000.00
Steve Rogers	2008 LaVista Circle Tucker, GA 30084	\$40,000.00	\$20,000.00
Roland Hebert	210 Cross Rd. Stormville, NY 12582	\$20,000.00	\$10,000.00
Phyllis Spene	1705 Walsh Drive Round Rock, TX 78681-1463	\$12,000.00	\$6,000.00

Advertising Inventory
Top 20

Purchaser	Address	Amount of Inventory	Amount Paid
Roy D Welch	8411 Bart Starr St San Antonio, TX 78240-2908	\$12,000.00	\$8,000.00
Raymundo V. Garza	155 Fair Valley San Antonio, TX 78227	\$12,000.00	\$8,000.00

UNITED STATES BANKRUPTCY COURT
Southern District of New York

In re: **Freewwwweb, LLC**

Case No. _____

Chapter 11

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 1 sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rules and I/we assume all responsibility for errors and omissions.

See form 4

Dated: 6/29/00Signed: **Steven Daum, Chairman and CEO**Signed: **Douglas T. Tabachnik**

Bar No. DT 6337

United States Bankruptcy Court**Southern District of New York**In re: **Freewwwweb, LLC**

Case No. _____

Chapter **11****STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, **Steven Daum**, declare under penalty of perjury that I am the **Chairman and CEO** of **Freewwwweb, LLC**, a **Connecticut Corporation** and that on **6/28/00** the following resolution was duly adopted by the **Board of Managers** of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Steven Daum**, **Chairman and CEO** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that **Steven Daum**, **Chairman and CEO** of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that **Steven Daum**, **Chairman and CEO** of this Corporation, is authorized and directed to employ **Douglas T. Tabachnik**, attorney and the law firm of **Law offices of Douglas T. Tabachnik** to represent the Corporation in such bankruptcy case."

Executed on: 6/28/00Signed: **Steven Daum**